

**UNITED STATES DISTRICT COURT
FOR THE DISTRICT OF MINNESOTA**

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UNITED STATES SECURITIES :
AND EXCHANGE COMMISSION, :
: Plaintiff, :
: :
v. : CIVIL ACTION
MARLON QUAN, et al., : 0:11-cv-00723-ADM-JSM
: :
Defendants, :
: :
FLORENE QUAN, :
: :
Relief Defendant, :
: :
and :
: :
DZ BANK AG DEUTSCHE :
ZENTRAL- :
GENOSSENSCHAFTSBANK, :
FRANKFURT AM MAIN (“DZ :
BANK”), :
: Intervenor. :
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**PLAINTIFF’S MOTION FOR LEAVE TO FILE
A FIRST AMENDED COMPLAINT**

Pursuant to Federal Rule of Civil Procedure 15(a), Plaintiff, the United States Securities and Exchange Commission (“Commission”), respectfully requests that the Court grant the Commission leave to amend its complaint. Based upon the decision of the United States Supreme Court in *Janus Capital Group, Inc., et al. v. First Derivative*

Traders, __ U.S. __, 131 S.Ct. 2296 (2011), the Commission requests leave to amend its complaint to include, among other things, the following substantive changes:

1. add as defendants the following entities controlled by Defendant Marlon Quan: Stewardship Credit Arbitrage Fund, LLC (“SCAF”), Putnam Green, LLC (“Putnam”), Livingston Acres, LLC (“Livingston”), and ACG II, LLC (“ACG II”);
2. allege that SCAF committed fraud by making material misstatements in its offering materials to prospective investors;
3. allege that Quan aided and abetted SCAF’s fraud;
4. allege that Quan and his entities – including new defendants Putnam, Livingston, SCAF and ACG II – engaged in a fraudulent scheme to conceal from SCAF’s investors Petters’ growing inability to make payments on the Petters Notes; and
5. allege that, under Section 20(a) of the Securities Exchange Act of 1934, Quan is liable as a control person for each of the alleged violations of federal securities law committed by SCAF, Stewardship Investment Advisors, LLC (“Stewardship IA”), Acorn Capital Group, LLC (“Acorn”), Putnam, Livingston, and ACG II.

As required by Local Civil Rule 7.1(a)(1), the reasons supporting the Commission’s motion are contained in a separate supporting brief.

WHEREFORE, the Commission respectfully requests that the Court grant its motion for leave to file a first amended complaint.

Respectfully Submitted,

**U.S. SECURITIES & EXCHANGE
COMMISSION**

Dated: April 12, 2012

s/ Sally J. Hewitt

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